

RECORDATION NO.

29452-A
FILED

SEP 01 '10 -3 00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
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September 1, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of September 1, 2010 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 29452.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 W. Dussel Drive, Suite R
Maumee, OH 43537

Assignee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

Chief
Section of Administration
September 1, 2010
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A description of the railroad equipment covered by the enclosed document is:

14 covered hopper railcars within the series AEX 7564 - AEX 8969 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

SEP 01 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered as of September 1, 2010, by and between The Andersons, Inc. ("Assignor") and Manufacturers and Traders Trust Company ("Assignee")

WHEREAS, Assignor is the Lessor of certain equipment (collectively, the "Equipment") under the terms of a Full Service Lease Agreement made as of November 12, 2003 (the "Full Service Lease Agreement"), as amended by that certain Revised and Restated Amendment dated December 28, 2009 (the "Revised and Restated Amendment"), between Assignor, as Lessor, and Viterro, Inc., successor by merger to Can-Oat Milling, Inc., as Lessee ("Lessee"), and a Full Service Lease Agreement Rider Deal #R01465 made as of December 28, 2009 (the "Full Service Lease Agreement Rider"), between Lessee and Assignor. The Full Service Lease Agreement, the Revised and Restated Amendment and the Full Service Lease Agreement Rider are hereinafter collectively referred to as the "Lease". Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 29452.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: THE ANDERSONS, INC.

By: Nicholas C. Conrad
Nicholas C. Conrad
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C Conrad, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 31st day of August, 2010



Marian R. Emch
Notary Public

MARIAN R. EMCH
Notary Public, State of Ohio
Commission Expires 1-19-2014

Memorandum of Assignment Signature Page

ASSIGNEE: MANUFACTURERS AND TRADERS
TRUST COMPANY

By: Chm J Oliver

Name: Christopher J. Oliver

Title: Vice President

STATE OF New York)
CITY/COUNTY OF Monroe) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Christopher J. Oliver, the Vice President of Manufacturers and Traders Trust Company, a New York banking corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

1st In Testimony Whereof, I have hereunto set my hand and official seal at Baltimore, Maryland this day of September, 2010.

Rosemarie Nucci
Notary Public
My Commission Expires: 10/12/13

ROSEMARIE NUCCI
NOTARY PUBLIC, STATE OF NEW YORK
No. 01NU6031718
Qualified in Monroe County
My Commission Expires October 12, 2013

EQUIPMENT

Viterra, Inc.
14 Covered Hopper Railcars

1	AEX 007564
2	AEX 007574
3	AEX 007589
4	AEX 007592
5	AEX 007593
6	AEX 008276
7	AEX 008754
8	AEX 008833
9	AEX 008846
10	AEX 008883
11	AEX 008884
12	AEX 008886
13	AEX 008968
14	AEX 008969

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/1/10



Robert W. Alvord